

# **EXHIBIT A**

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ADMITTED IN N.Y. AND N.J.

January 20, 2017

**VIA EMAIL**

AUSA Winston Paes  
AUSA Alixandra Smith  
AUSA Jacqueline Kasulis  
United States Attorney's Office  
Eastern District of New York  
271 Cadman Plaza East  
Brooklyn, NY 11201

**RE: United States v. Martin Shkreli and Evan Greebel  
Ind. No. 15 Cr. 637 (S-1)(KAM)**

Dear Mr. Paes, Ms. Smith and Ms. Kasulis,

We write on behalf of Mr. Shkreli, and with the knowledge and consent of Mr. McGorty, we also write on behalf of Marek Biestek. On December 16, 2016 Judge Matsumoto ordered that we provide a privilege log to the "interested parties." (Dkt. 137). The log consists of documents from the Katten Muchin Rosenmann LLP ("Katten") subpoena compliance productions to our firm over which Mr. Shkreli is asserting privilege. Our understanding of the Court's Order is that the log should include any document that relates to Katten's representation solely of Mr. Shkreli as an individual or solely to MSMB and any of its affiliates. Mr. Shkreli and Mr. Biestek are jointly providing this log and asserting attorney-client and/or work product privilege over 8,000 documents.

For efficiency and convenience we organized our privilege log by categories. Within the categories, each document is listed individually by Bates Number, Date and Time Sent (where relevant), Sender, Recipient and an indication of whether we assert attorney-client privilege or work-product privilege. The category indicates the subject matter of the email or an explanation of the basis of the privilege assertion or both.

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The categories are easily identifiable from the spreadsheet, but we list them here in order to provide additional details.

- **AMAG** - As you may know, AMAG is a pharmaceutical company that was the target of shareholder activity by MSMB Capital. Katten advised MSMB Capital throughout the AMAG bid. Each document over which we assert attorney-client privilege involves advice from an attorney at Katten regarding MSMB's shareholder activity. Any document that is marked as attorney-work product involves the internal communications at Katten regarding the AMAG bid, or the circulation within Katten or to MSMB Capital only, of drafts of letters to AMAG, letters to prospective Board candidates, non-disclosure agreements, confidentiality agreements, SEC filings, and court filings.
- **SERACARE** – SeraCare is a pharmaceutical company that was a target of MSMB shareholder activity. Katten advised MSMB Capital throughout its activity as a SeraCare shareholder. Each document over which Mr. Shkreli asserts attorney-client privilege in this category involves advice from an attorney at Katten regarding MSMB's shareholder activity. Any document that is marked as attorney-work product involves the internal communications at Katten regarding SeraCare, or the circulation within Katten or to MSMB Capital only, of drafts of letters to SeraCare, letters to prospective Board candidates, non-disclosure agreements, confidentiality agreements, SEC filings, and court filings.
- **SUREPOINT** – SurePoint was an affiliate fund of MSMB Capital. Katten advised MSMB Capital regarding the formation and start-up of SurePoint. There are many internal Katten communications in this category that constitute work-product. Attorney-client communications related to SurePoint are primarily with Kevin Mulleady as an employee of MSMB Capital. Additionally, privileged communications and documents relating to another affiliate of MSMB Capital, MKM Incubator, are included within this category.
- **MYREXIS** - Myrex is another pharmaceutical company that was targeted by MSMB Capital. Katten advised MSMB Capital throughout its efforts in connection with Myrex.
- **TICONDEROGA, SANTARUS and COAGUSENSE** - Each of these categories represents an investment project undertaken by MSMB Capital with the advice of Katten as counsel. Each document over which we assert attorney-client privilege involves advice from an attorney at Katten to MSMB Capital in connection with MSMB's investment efforts with these entities. Internal Katten communications are comprised of documents circulated within Katten or to MSMB Capital only, of drafts of letters, non-disclosure agreements, confidentiality agreements, SEC filings, and court filings.
- **SEC REPRESENTATION** – This category includes communications between Katten and Mr. Shkreli regarding SEC investigation of MSMB Capital. It includes

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communications between MSMB Capital and predecessor counsel (Gusrae Kaplan) that MSMB forwarded to the Katten firm. It includes work-product and attorney-client communications between Katten and MSMB Capital regarding SEC subpoena compliance. It also includes communication between Katten and MSMB Capital regarding MSMB Capital's response to an SEC inquiry regarding AMAG. It includes drafts of SEC filings prepared by Katten for review and approval by MSMB Capital in connection with AMAG and SeraCare investor activities.

- KATTEN INTERNAL - The majority of documents in this category overlap with documents in other categories. Each document in this category is either a draft of a letter, an SEC filing, an agreement, a communication, research, or a memorandum among Katten staff regarding legal advice provided to MSMB Capital.
- KATTEN INVOICES – Documents in this category are detailed billing invoices or retainer agreements sent to MSMB Capital (or to one of its affiliates).
- MSMB HEALTHCARE – Documents in this category constitute attorney-client privileged and work-product documents related to Katten's legal advice to MSMB Healthcare.
- NON-DISCLOSURE AGREEMENTS ("NDAs") and CONFIDENTIALITY AGREEMENTS ("CDAs") - This category includes drafts of NDAs and CDAs that were circulated internally at Katten or sent to MSMB Capital for approval prior to being finalized. There will be overlap between this category and the SERACARE, AMAG, SUREPOINT, MYREXIS, TICONDEROGA, SANTARUS and COAGUSENSE categories.
- KATTEN and MSMB – This category includes any communication between any employee at MSMB, including Mr. Shkreli and any attorney at Katten that we were unable to assign to another category.
- MSMB Capital – This category includes communications between MSMB Capital and Katten in which MSMB Capital seeks or receives legal advice, but that we were unable to assign to another category.

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We believe the categorization of the documents provides the equivalent of document by document descriptions. After you review the privilege log, if you have any questions, please do not hesitate to contact us.

Sincerely,

A handwritten signature in black ink, appearing to read 'Brafman', with a stylized flourish extending to the right.

Benjamin Brafman

Andrea Zellan

Marc Agnifilo

Teny Geragos

Cc: Glen McGorty, Esq. (via email)  
Arlen Pyenson, Esq. (via email)  
Michael Verde (via email)  
Elizabeth Langdale (via email)